

**Part 2A of Form ADV: Firm Brochure**

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*This brochure provides information about the qualifications and business practices of FHZ Wealth Management, LLC. If you have any questions about the contents of this brochure, please contact us at (601) 506-3334 or [fzito@fhzwealthmanagement.com](mailto:fzito@fhzwealthmanagement.com). The information in this brochure has not been approved or verified by the United States Securities and Exchange Commission or by any state securities authority.*

Registration with the SEC or with any state securities authority does not imply a certain level of skill or training.

Additional information about FHZ Wealth Management is also available on the SEC's website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). You can search this site by a unique identifying number, known as a CRD number. Our firm's CRD number is 311858.

## ITEM 2      Material Changes

Please note that there were "material changes" made to this Brochure since our last delivery or posting of the Brochure on the SEC's public disclosure website ("IAPD") [www.advisorinfo.sec.gov](http://www.advisorinfo.sec.gov). Additionally, it should be noted that this Brochure includes several minor editorial changes, and updated information on our assets under management.

### **Summary of Material Changes:**

*Item 4 – Advisory Business* - Was amended to reflect the firm has limited its advisory services to sub-advisory services to third-party investment advisers.

*Item 5 – Fees and Compensation* – Was amended to remove portfolio management and financial planning fees.

*Item 7 – Types of Clients* – Was amended to reflect the only clients are third-party investment advisors.

*Item 12 – Brokerage Practices* – Was amended to disclose its brokerages practices as it relates to third-party investment adviser sub-advisor services.

*Item 13 – Review of Accounts* – Was amended to disclose review of accounts as it relates to third-party investment sub-advisor services.

*Item 15 – Custody* – Was amended to disclose custody as it relates to third-party investment adviser sub-advisor services.

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## ITEM 4 Advisory Business

FHZ Wealth Management LLC (herein referred to as "FHZ," "Firm," "we," "our," "us") is an investment adviser registered with the State of Mississippi with its principal place of business located in Madison, Mississippi. FHZ Wealth Management is a single member limited liability company organized under the laws of the State of Mississippi. Frank H. Zito is the sole owner, member and manager.

FHZ is a financial advisory firm that acts as a Sub-Advisor to other non-affiliated investment advisors who hire FHZ to manage a portion of, or all of their Client's portfolio. The non-affiliated investment advisors must have discretionary authority over the account and the ability to delegate that discretionary authority to FHZ. FHZ will manage the assets according to the agreed upon strategies between the non-affiliated investment advisor and FHZ. FHZ Wealth Management offers the following advisory services to our clients:

### A. SUB-ADVISOR MANAGEMENT

FHZ serves as sub-adviser to Client Accounts of Coker & Palmer, Inc., an SEC investment adviser registered pursuant to the Investment Advisers Act of 1940. In our capacity as sub-adviser, FHZ shall manage the investment and reinvestment of the respective Client Accounts in accordance with the investment objectives, guidelines, restrictions, and investment strategy of the Client which is set forth in the Client information provided to FHZ by Coker & Palmer through the RBC Gateway System that maintains all Client documentation. FHZ will determine, in its sole discretion, the securities to be purchased or sold or exchanged and what portion, if any, of the assets shall be held un-invested for that portion of a Client Account that has been allocated to FHZ. As to each Client Account subject to ERISA, FHZ agrees to act in a "fiduciary capacity" and as an "investment manager" as those terms are defined under ERISA and, pursuant to both those responsibilities and limitations described in the ERISA Supplement to the Coker & Palmers Client Account IMA ("ERISA Supplement").

### B. WRAP FEE PROGRAMS

We do not sponsor or participate in any wrap fee programs however we may refer suitable clients to Third Party Money Managers that do offer wrap fee programs.

### C. AMOUNT OF MANAGED ASSETS

As of December 31, 2024, FHZ Wealth Management has no assets under management.

## ITEM 5 Fees and Compensation

### A. SUB-ADVISORY FEES

We receive a portion of the third-party investment advisors fee for our sub-advisory services, as agreed upon in the sub-advisory agreement and will be paid 15 calendar after the unaffiliated advisor's receipt of such advisory fees from the respective Clients. We currently act as a sub-adviser to Coker & Palmer.

In consideration for our sub-advisory services to Coker & Palmer, we will receive a quarterly fee from each Client Account managed under the sub-advisory agreement with Coker & Palmer calculated separately for each Client Account. FHZ Wealth Management shall receive 70% of advisory Fees billed to and received from Clients by Coker & Palmer of the fair market value of assets in the Client Account advised by FHZ, on



the last day of each quarter. The fair market value will be the value as reported on the periodic Client Account statement issued by the respective Custodian using publicly available market values of the securities held by each Client Account determined at the close of trading on each business day. The Sub-Advisory Fee for any partial quarter shall be calculated on a pro-rata basis based on the number of calendar days in the partial quarter period. Coker & Palmer will pay FHZ sub-advisor fee out of the advisory fees paid to Coker & Palmer from the Client Account at the respective Custodian pursuant to written authorization in the Adviser Client invest advisory contract. Payment to FHZ shall be made within 15 days of the debit of the Client Account by Coker & Palmer. Late payment is subject to interest charges at a rate of 1% per 30 days.

## B. GENERAL INFORMATION

***Termination of the Sub-Advisory Relationship:*** A sub-advisory agreement may be canceled at any time, by either party, for any reason upon receipt of 30 days' written notice. Termination of the Sub-Advisory Agreement will not affect (a) the validity of any actions previously taken by FHZ under the Sub-Advisory Agreement; (b) liabilities or obligations of the parties from transactions initiated before termination of the Sub-Advisory Agreement; or (c) the third-party investment advisors obligation to pay the sub-advisory fees (pro-rated through the date of termination).

***Mutual Fund Fees:*** All fees paid to FHZ Wealth Management for investment advisory services are separate and distinct from the fees and expenses charged by mutual funds and/or ETFs to their shareholders. These fees and expenses are described in each fund's prospectus. These fees will generally include a management fee, other fund expenses, and a possible distribution fee. If the fund also imposes sales charges, a client may pay an initial or deferred sales charge. A client could invest in a mutual fund directly, without our services. In that case, the client would not receive the services provided by our firm which are designed, among other things, to assist the client in determining which mutual fund or funds are most appropriate to each client's financial condition and objectives. Accordingly, the client should review both the fees charged by the funds and our fees to fully understand the total amount of fees to be paid by the client and to thereby evaluate the advisory services being provided.

***Wrap Fee Programs and Separately Managed Account Fees:*** Clients participating in separately managed account programs may be charged various program fees in addition to the advisory fee charged by our firm. Such fees may include the investment advisory fees of the independent third-party money managers, which may be charged as part of a wrap fee arrangement. In a wrap fee arrangement, clients pay a single fee for advisory, brokerage and custodial services. Client's portfolio transactions may be executed without commission charge in a wrap fee arrangement. In evaluating such an arrangement, the client should also consider that, depending upon the level of the wrap fee charged by the broker-dealer, the amount of portfolio activity in the client's account, and other factors, the wrap fee may or may not exceed the aggregate cost of such services if they were to be provided separately. We will review with clients any separate program fees that may be charged to clients.

***Additional Fees and Expenses:*** In addition to our advisory fees, clients are also responsible for the fees and expenses charged by custodians and imposed by broker dealers, including, but not limited to, any transaction charges imposed by a broker dealer with which an independent investment manager effects transactions for the client's account(s). Please refer to the "Brokerage Practices" section (Item 12) of this Form ADV for additional information.

**Advisory Fees in General:** Clients should note that similar advisory services may (or may not) be available from other registered investment advisers for similar or lower fees.

**Retirement Accounts – DOL Disclosure:**

We are fiduciaries within the meaning of Title I of the Employee Retirement Income Security Act of 1974 ("ERISA") and/or the Internal Revenue Code ("Code"), as applicable, when we provide investment advice regarding portfolio assets held in an IRA, Roth IRA, Archer Medical Savings Account, a Plan covered by ERISA, or a plan described in Section 4975(e)(1)(A) of the Code (collectively referred to collectively sometimes herein as ("Retirement Accounts").

To ensure that FHZ will adhere to fiduciary norms and basic standards of fair dealing, we are required to give advice that is in the "best interest" of the retirement client. The best interest standard has two chief components, prudence and loyalty. Under the prudence standard, the advice must meet a professional standard of care and under the loyalty standard, our advice must be based on the interests of our retirement clients, rather than the potential competing financial interest of FHZ.

To address the conflicts of interest with respect to our compensation, we are required to act in your best interest and not put our interest ahead of yours. To this end, we must:

- Meet a professional standard of care when making investment recommendations (give prudent advice).
- Never put our financial interests ahead of you when making recommendations (give loyal advice).
- Avoid misleading statements about conflicts of interest, fees, and investments.
- Follow policies and procedures designed to ensure that we give advice that is in your best interest.
- Charge no more than is reasonable for our services; and
- Give you basic information about conflicts of interest.

## ITEM 6 Performance-Based Fees and Side-By-Side Management

FHZ Wealth Management does not charge performance-based fees, nor do we provide side-by-side management services.

## ITEM 7 Types of Clients

FHZ customer base consists of unaffiliated third-party investment advisers for whom we provide sub-advisory services to their clients.

There are no minimum investment amounts or conditions required for participating in our sub-advisory service.

## ITEM 8 Methods of Analysis, Investment Strategies and Risk of Loss

### A. METHODS OF ANALYSIS

We use the following methods of analysis in formulating our investment advice and/or managing client assets:



*Charting.* In this type of technical analysis, we review charts of market and security activity in an attempt to identify when the market is moving up or down and to predict how long the trend may last and when that trend might reverse.

*Fundamental Analysis.* We attempt to measure the intrinsic value of a security by looking at economic and financial factors (including the overall economy, industry conditions, and the financial condition and management of the company itself) to determine if the company is underpriced (indicating it may be a good time to buy) or overpriced (indicating it may be time to sell).

Fundamental analysis does not attempt to anticipate market movements. This presents a potential risk, as the price of a security can move up or down along with the overall market regardless of the economic and financial factors considered in evaluating the stock.

*Technical Analysis.* We analyze past market movements and apply that analysis to the present in an attempt to recognize recurring patterns of investor behavior and potentially predict future price movement.

Technical analysis does not consider the underlying financial condition of a company. This presents a risk that a poorly managed or financially unsound company may underperform regardless of market movement.

*Quantitative Analysis.* We use mathematical models in an attempt to obtain more accurate measurements of a company's quantifiable data, such as the value of a share price or earnings per share and predict changes to that data.

A risk in using quantitative analysis is that the models used may be based on assumptions that prove to be incorrect.

*Qualitative Analysis.* We subjectively evaluate non-quantifiable factors such as quality of management, labor relations, and strength of research and development factors not readily subject to measurement and predict changes to share price based on that data.

A risk is using qualitative analysis is that our subjective judgment may prove incorrect.

*Asset Allocation.* Rather than focusing primarily on securities selection, we attempt to identify an appropriate ratio of securities, fixed income, and cash suitable to the client's investment goals and risk tolerance.

A risk of asset allocation is that the client may not participate in sharp increases in a particular security, industry, or market sector. Another risk is that the ratio of securities, fixed income, and cash will change over time due to stock and market movements and, if not corrected, will no longer be appropriate for the client's goals.

*Mutual Fund and/or ETF Analysis.* We look at the experience and track record of the manager of the mutual fund or ETF in an attempt to determine if that manager has demonstrated an ability to invest over a period of time and in different economic conditions. We also look at the underlying assets in a mutual fund or ETF in an attempt to determine if there is significant overlap in the underlying investments held in another fund(s) in the client's portfolio. We also monitor the funds or ETFs in an attempt to determine if they are continuing to follow their stated investment strategy.

A risk of mutual fund and/or ETF analysis is that, as in all securities investments, past performance does not guarantee future results. A manager who has been successful may not be able to replicate that success in the future. In addition, as we do not control the underlying investments in a fund or ETF, managers of different funds held by the client may purchase the same security, increasing the risk to the client if that security were to fall in value. There is also a risk that a manager may deviate from the stated investment mandate or strategy of the fund or ETF, which could make the holding(s) less suitable for the client's portfolio.

Risks for all forms of analysis. Our securities analysis methods rely on the assumption that the companies whose securities we purchase and sell, the rating agencies that review these securities, and other publicly available sources of information about these securities, are providing accurate and unbiased data. While we are alert to indications that data may be incorrect, there is always a risk that our analysis may be compromised by inaccurate or misleading information.

## B. INVESTMENT STRATEGIES

We use the following strategies in managing client accounts, provided that such strategies are appropriate to the needs of the client and consistent with the client's investment objectives, risk tolerance, and time horizons, among other considerations:

*Long-term purchases.* We purchase securities with the idea of holding them in the client's account for a year or longer. Typically, we employ this strategy when:

- we believe the securities to be currently undervalued, and/or
- we want exposure to a particular asset class over time, regardless of the current projection for this class.

A risk in a long-term purchase strategy is that by holding the security for this length of time, we may not take advantage of short-term gains that could be profitable to a client. Moreover, if our predictions are incorrect, a security may decline sharply in value before we make the decision to sell.

*Short-term purchases.* When utilizing this strategy, we purchase securities with the idea of selling them within a relatively short time (typically a year or less). We do this in an attempt to take advantage of conditions that we believe will soon result in a price swing in the securities we purchase.

*Trading.* We purchase securities with the idea of selling them very quickly (typically within 30 days or less). We do this in an attempt to take advantage of our predictions of brief price swings.

*Margin transactions.* We will purchase stocks for your portfolio with money borrowed from your brokerage account. This allows you to purchase more stock than you would be able to with your available cash and allows us to purchase stock without selling other holdings.

### *Risk of Loss*

**Investing in securities involves a risk of loss that clients should be prepared to bear**, including the loss of the original principal. Clients should also be aware that past performance of any security is not necessarily indicative of future results. Therefore, they should not assume that future performance of any



specific investment or investment strategy will be profitable. Advisor does not provide any representation or guarantee that client goals will be achieved.

Investing in securities involves risk of loss. Further, there can be varying degrees of risk depending on the different types of investments:

*Market Risk.* Either the market as a whole, or the value of an individual company goes down, resulting in a decrease in the value of client investments. This is referred to as systemic risk.

*Equity (Stock) Market Risk.* Common stocks are susceptible to fluctuations and to volatile increases/decreases in value as their issuers' confidence in or perceptions of the market change. Investors holding common stock (or common stock equivalents) of any issuer are generally exposed to greater risk than if they hold preferred stock or debt obligations of the issuer.

*Company Risk.* There is always a certain level of company or industry specific risk when invested in stock positions. This is referred to as an unsystematic risk and can be reduced through appropriate diversification. There is the risk that a company may perform poorly or that its value can be reduced based on factors specific to it or its industry (e.g., employee strike, unfavorable media attention).

*Fixed Income Risk.* Investing in bonds involves the risk that the issuer will default on the bond and be unable to make payments. In addition, individuals depending on set amounts of periodically paid income face the risk that inflation will erode their spending power. Fixed-income investors receive set, regular payments that face the same inflation risk.

*ETF and Mutual Fund Risk.* ETF (Exchange Traded Funds) and mutual fund investments bear additional expenses based on a pro-rata share of operating expenses, including potential duplication of management fees. The risk of owning an ETF or mutual fund generally reflects the risks of owning the underlying securities held by the ETF or mutual fund. Clients might also incur brokerage costs when purchasing or selling mutual funds or ETFs.

*Insurance and Reinsurance Investments Risk:*

The principal risk of an investment in insurance and reinsurance instruments is that a triggering event(s) (e.g., natural events, such as a hurricane, tornado or earthquake of a particular size/magnitude in a designated geographic area) will occur and a Fund will lose all or a significant portion of the principal it has invested in the security and the right to additional interest payments with respect to the security and an investor will lose money. If multiple triggering events occur that impact a significant portion of the portfolio of the Fund, the Fund could suffer substantial losses. There is no way to accurately predict whether a triggering event will occur, and, because of this significant uncertainty, insurance and reinsurance investments carry a high degree of risk.

Another risk is oversubscribed repurchase offers. If a repurchase offer by the Fund is oversubscribed, the Fund may periodically repurchase but is not required to repurchase additional Shares up to a maximum number of the outstanding Shares of the Fund. It is possible that a repurchase offer may be oversubscribed with the result that shareholders may only be able to have a portion of their Shares repurchased. There is no assurance that you will be able to tender your Shares when or in the amount that you desire.

*Overall Risks:*

Clients need to remember that past performance is no guarantee of future results. All funds carry some level of risk. You may lose some or all of the money you invest, including your principal, because the securities held by a fund go up and down in value. Dividend or interest payments may also fluctuate, or stop completely, as market conditions change. Before you invest, be sure to read a fund's prospectus, private placement memorandum, operating agreement and shareholder reports to learn about its investment strategy and the potential risks. Funds with higher rates of return may take risks that are



beyond your comfort level and are inconsistent with your financial goals. While past performance does not necessarily predict future returns, it can tell you how volatile (or stable) a fund has been over a period of time. Generally, the more volatile a fund, the higher the investment risk. If you need your money to meet a financial goal in the near-term, you probably can't afford the risk of investing in a fund with a volatile history because you will not have enough time to ride out any declines in the stock market.

*Information Security Risk.* Clients may be susceptible to risks to the confidentiality and security of FHZ's operations and proprietary and customer information. Information risks, including theft or corruption of electronically stored data, denial of service attacks on our website or websites of our third-party service providers, and the unauthorized release of confidential information are a few of the more common risks faced by us and other investment advisors. Data security breaches of our electronic data infrastructure could have the effect of disrupting our operations and compromising our customers' confidential and personally identifiable information. Such breaches could result in an inability for us to conduct business, potential losses, including identity theft and theft of investment funds from customers, and other adverse consequences to customers. We have taken and will continue to take steps to detect and limit the risks associated with these threats.

## ITEM 9 Disciplinary Information

We are required to disclose any legal or disciplinary events that are material to a client's or prospective client's evaluation of our advisory business or the integrity of our management.

The following are disciplinary events relating to our firm and/or our management personnel:

On November 2, 2018, Frank Zito entered into a consent order with the Securities Division of the Mississippi Secretary of State (Case No. LS-18-3126) pursuant to which he agreed to findings that he engaged in unauthorized private securities transactions and undisclosed outside business activities in connection with the sale of promissory notes issued by Madison Timber Properties. This related to the recommendation of the promissory notes to a single client and the receipt finder's fees by Mr. Zito that were not disclosed to his employer. Frank's re-registration was also limited until he disgorged \$200,000 of commissions and finders' fees and was placed under heightened supervision with his new firm and required to take six hours of compliance and ethics training by separate order.

On December 15, 2020, Frank Zito entered into an Acceptance, Waiver and Consent agreement with FINRA in connection with the same transactions in which he was suspended for 16 months from associating with any member of FINRA and agreed to pay a \$10,000 fine.

You may access a full report of our advisory agents through IARD link at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Should you have any technical difficulties with this link you can call (240) 386-4848 for further assistance.

The information that appears on these websites is collected from individual Investment Adviser Representatives, Investment Adviser Firm(s), and/or security regulator(s) as part of the security industry's registration and licensing process.

## ITEM 10 Other Financial Industry Activities and Affiliations

We do not have any financial industry affiliations or activities applicable to this section.



## ITEM 11 Code of Ethics, Participation or Interest in Client Transactions and Personal Trading

Our firm has adopted a Code of Ethics which sets forth high ethical standards of business conduct that we require of our employees, including compliance with applicable federal securities laws.

FHZ Wealth Management and our personnel have a duty of loyalty, fairness, and good faith towards our clients, and have an obligation to adhere not only to the specific provisions of the Code of Ethics but to the general principles that guide the Code.

Our Code of Ethics includes policies and procedures for the review of quarterly securities transactions reports as well as initial and annual securities holdings reports that must be submitted by the firm's access persons. Among other things, our Code of Ethics also requires the prior approval of any acquisition of securities in a limited offering (e.g., private placement) or an initial public offering. Our code also provides for oversight, enforcement, and recordkeeping provisions.

FHZ Wealth Management's Code of Ethics further includes the firm's policy prohibiting the use of material non-public information. While we do not believe that we have any particular access to non-public information, all employees are reminded that such information may not be used in a personal or professional capacity.

A copy of our Code of Ethics is available to our sub-advisory clients and prospective sub-advisory clients. You may request a copy by email sent to [fzito@fhzwealthmanagement.com](mailto:fzito@fhzwealthmanagement.com), or by calling us at (601) 506-3334.

FHZ Wealth Management and individuals associated with our firm are prohibited from engaging in principal transactions.

Our Code of Ethics is designed to assure that the personal securities transactions, activities, and interests of our employees will not interfere with (i) making decisions in the best interest of advisory clients and (ii) implementing such decisions while, at the same time, allowing employees to invest for their own accounts.

Our firm and/or individuals associated with our firm may buy or sell, for their personal accounts, securities identical to or different from those recommended to our clients. In addition, any related person(s) may have an interest or position in a certain security(ies) which may also be recommended to a client.

It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account, thereby preventing such employee(s) from benefiting from transactions placed on behalf of advisory accounts.

As these situations represent actual or potential conflicts of interest to our clients, we have established the following policies and procedures for implementing our firm's Code of Ethics, to ensure our firm complies with its regulatory obligations and provides our clients and potential clients with full and fair disclosure of such conflicts of interest:

1. No principal or employee of our firm may put his or her own interest above the interest of an advisory client.

2. It is the expressed policy of our firm that no person employed by us may purchase or sell any security prior to a transaction(s) being implemented for an advisory account. This prevents such employees from benefiting from transactions placed on behalf of advisory accounts.
3. Our firm requires prior approval for any IPO or private placement investments by related persons of the firm.
4. We have established procedures for the maintenance of all required books and records.
5. All of our principals and employees must act in accordance with all applicable Federal and State regulations governing registered investment advisory practices.
6. We require delivery and acknowledgement of the Code of Ethics by each supervised person of our firm.
7. We have established policies requiring the reporting of Code of Ethics violations to our senior management.
8. Any individual who violates any of the above restrictions may be subject to termination.

As disclosed in the preceding section of this Brochure (Item 10), related persons of our firm are separately registered as securities representatives of a broker-dealer, investment adviser representatives of another registered investment adviser, and/or licensed as an insurance agent/broker of various insurance companies. Please refer to Item 10 for a detailed explanation of these relationships and important conflict of interest disclosures.

## ITEM 12 Brokerage Practices

Third-party investment adviser clients are in a program ("Program") that provides for directed brokerage to a broker-dealer selected by the third-party investment adviser for the provision of trade execution services for their client accounts. The third-party investment advisers that we provide sub-advisory services to may be dually registered as an investment adviser and a broker/dealer or may have an affiliated or utilize an unaffiliated broker/dealer. FHZ will be granted discretion to effect transactions in securities for sub-advised client accounts with or through another broker-dealer if FHZ believes that "best execution" of transactions may be obtained through such other broker-dealer, provided, that in no event FHZ will be obligated to effect transactions through another broker-dealer (in order to seek to achieve best execution) if the third-party investment adviser client has designated a broker-dealer for the provision of trade execution. However, in no event shall the foregoing be construed to require any action by FHZ that would not be consistent with our fiduciary obligations to the third-party sub-advised clients and is in accordance with applicable law.

### A. Trade Aggregation

FHZ may aggregate (or bunch) purchases or sales of any security for a sub-advisory client account with purchases or sales, as the case may be, of the same security on the same day for other sub-advisory client account or other accounts for which the FHZ provides advisory services to. When transactions are so aggregated, (a) actual prices applicable to the aggregated transaction will be averaged, and such sub-advisory client account and each other account participating in the aggregated transaction shall be deemed to have purchased or sold its share of the security or instrument involved at such average price and (b) all



transaction costs incurred in effecting such an aggregated transaction shall be shared on a pro rata basis among all accounts participating in such aggregated transaction.

No sub-advised client or account will be favored over another.

B. Soft Dollar Arrangements

FHZ does not currently have any formal soft-dollar arrangements.

C. Brokerage for Client Referrals

FHZ receives no referrals from a broker-dealer in exchange for using that broker-dealer.

D. Directed Brokerage

Directed brokerage is not applicable to FHZ as we only provide sub-advisory services to third-party investment advisers.

## ITEM 13 Review of Accounts

A. INVESTMENT SUPERVISORY SERVICES ("ISS")  
INDIVIDUAL PORTFOLIO MANAGEMENT

**REVIEWS:** While the underlying securities within sub-advised Individual Portfolio Management accounts are continually monitored, these accounts are reviewed at least on an annual basis by Frank H. Zito and the third-party investment adviser. Accounts are reviewed in the context of each sub-advised client's stated investment objectives and guidelines. More frequent reviews may be triggered by material changes in variables such as the sub-advised client's individual circumstances, or the market, political or economic environment.

**REPORTS:** FHZ shall provide quarterly reports for each sub-advised client account that includes gains, losses, and holdings in the sub-advised client account and an economic commentary to the third-party investment adviser. Sub-advised clients will receive confirmations and statements (at least quarterly) from the qualified custodian maintaining their accounts.

## ITEM 14 Client Referrals and Other Compensation

A. CLIENT REFERRALS

FHZ does not have any arrangements to compensate any individual, organization or entity for client referrals. The only compensation received by FHZ is the fees charged for providing sub-advisory services as described in Item 5 of this Disclosure Brochure. *Also see Items 4 and 5 of this Disclosure Brochure for more information.*

B. OTHER COMPENSATION

FHZ does not receive any other economic benefits. *See Item 4 - Advisory Business for additional details.*

## ITEM 15 Custody

FHZ is not deemed to have custody of sub-advised assets since FHZ is not authorized to deduct our sub-advisory fees directly from your account. FHZ does not maintain physical custody of your accounts, nor are we authorized to hold or receive any stock, bond or other security or investment certificate or cash that is part of your account. Your funds and securities will be physically maintained with a "qualified custodian" as required under Rule 206(4)-2 under the Advisers Act. Custody of client accounts for both securities and funds will be maintained at Fidelity Investments.

## ITEM 16 Investment Discretion

FHZ when granted discretion over the selection and number of securities to be bought or sold in client accounts without obtaining prior consent or approval from the client (although some clients elect a non-discretionary basis whereby the client either approves each trade prior to FHZ placing the trade, or the client executes trades on their own behalf). The granting of discretionary authority will be evidenced by the client's execution of a Discretionary Investment Advisory Agreement, containing all applicable limitations to such authority. Discretionary trades executed by the Firm will be in accordance with each client's investment objectives and goals. A client may request restrictions, limitations, or other requirements with respect to their investment accounts. The Firm can accept or deny the request, as it may impede our ability to efficiently manage the assets and provide services to the client. Any restrictions requested by the client and accepted by the Firm are documented in the Discretionary Investment Advisory Agreement which is signed by the client. The Firm may also use discretion in the methods used to effectuate trades for clients. See Item 12 – Brokerage Practices of this Brochure for more detail.

The Firm does not advise or take any action on behalf of clients in any legal proceedings, including bankruptcies or class actions, involving securities held or formerly held in client accounts or the issuers of those securities.

## ITEM 17 Voting Client Securities

In accordance with our sub-advisory relationship with third-party money managers FHZ does not vote proxies on behalf of sub-advised clients. Sub-advised clients maintain exclusive responsibility for: (1) directing the manner in which proxies solicited by issuers of securities beneficially owned by the client shall be voted, and (2) making all elections relative to any mergers, acquisitions, tender offers, bankruptcy proceedings or other type events pertaining to the client's investment assets. Sub-advised clients are responsible for instructing each custodian of the assets, to forward to the client copies of all proxies and shareholder communications relating to the sub-advised client's investment assets.

## ITEM 18 Financial Information

Under no circumstances do we require or solicit payment of fees in excess of \$500 per client more than six months in advance of services rendered. Therefore, we are not required to include a financial statement.



FHZ Wealth Management has not been the subject of a bankruptcy petition at any time during the past ten years and does not have a financial condition that is reasonably likely to impair its ability to meet contractual commitments to clients.

## ITEM 19 Requirements for State-Represented Advisers

### A. Principal Executive Officers

Frank H. Zito is the sole principal executive officer and management person of FHZ. He was born in 1972, graduated from the Mississippi State University in 1994 with a Bachelor of Arts and sciences degree, and has served as the sole owner, member, and manager of FHZ since 2021. See the Brochure Supplement, Form ADV Part 2B for Frank H. Zito, which is attached hereto and incorporated herein.

### B. Other Businesses

Frank Zito is an independent insurance agent and spends less than 1% of his time on these activities.

### C. Performance Based Fees

We do not accept performance fees.

### D. D. Claims and Regulatory Events

Please see the discussion in Item 9 "Disciplinary Information" above for information related to disciplinary events.

### E. E. Other Relationships

Frank H. Zito does not have a relationship or arrangement with any issuer of securities.

# Frank H. Zito

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## FHZ Wealth Management, LLC

219 Waterford Square, Suite 2

Madison, MS 39110

601-506-3334

601-427-9627

**March 29, 2025**

This Brochure Supplement provides information about Frank H. Zito ("Frank Zito," "Frank," "his" or "he") that supplements the Brochure of FHZ Wealth Management, LLC ("FHZ Wealth," "firm," "our" or "we"). When we use the words "you," "your" and "client" we are referring to you as our client or our prospective client. You should have received a copy of the Brochure. Please contact Frank H. Zito, CCO of FHZ Wealth, if you did not receive FHZ Wealth's Brochure or if you have any questions about the contents of this supplement.

Additional information about Frank H. Zito is available on the Securities and Exchange Commission's ("SEC") website at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov).

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### ITEM 1 Educational Background and Business Experience

Frank H. Zito was born in 1972.

#### *His Educational Background*

He received a Bachelor of Science degree from Mississippi State University in 1994.

#### *His Business Experience for the prior 5 years includes:*

|                    |                                                                  |
|--------------------|------------------------------------------------------------------|
| 01/2021 - Present  | FHZ Wealth Management LLC, Manager, CCO                          |
| 10/2018 to 12/2020 | Coker & Palmer, Inc., Financial Advisor                          |
| 04/2017 to 07/2018 | Bank of America N.A., Wealth Management Advisor                  |
| 03/2010 to 07/2018 | Merrill Lynch, Pierce, Fenner & Smith, Wealth Management Advisor |

#### *His Professional Licenses/Designations*

Frank has a General Lines, Life, Accident, Health, and HMO Insurance license. The Insurance license allows him to sell insurance products. Insurance licenses are issued by all states. Each insurance department establishes the required qualifications for this license.



## ITEM 2 Disciplinary Information

Frank H. Zito does have a disciplinary event that is disclosed in his registration history.

- On November 2, 2018, Frank Zito entered into a consent order with the Securities Division of the Mississippi Secretary of State (Case No. LS-18-3126) pursuant to which he agreed to findings that he engaged in unauthorized private securities transactions and undisclosed outside business activities in connection with the sale of promissory notes issued by Madison Timber Properties. This is related to the recommendation of the promissory notes to a single client and the receipt finder's fees by Mr. Zito that were not disclosed to his employer. Frank's re-registration was also limited until he disgorged \$200,000 of commissions and finders' fees and was placed under heightened supervision with his new firm and required to take six hours of compliance and ethics training by separate order.
- On December 15, 2020, Frank Zito entered into an Acceptance, Waiver and Consent agreement with FINRA in connection with the same transactions in which he was suspended for 16 months from associating with any member of FINRA and agreed to pay a \$10,000 fine.

A full report that reflects the professional background, business practices, and conduct of our advisory agents is available through the Financial Industry Regulatory Authority's ("FINRA") BrokerCheck system link at [www.finra.org/brokercheck](http://www.finra.org/brokercheck) or you may request disclosable information under BrokerCheck by calling (800) 289-9999, a toll-free hotline operated by FINRA.

You may also access a full report of our advisory agents through the IAPD link at [www.adviserinfo.sec.gov](http://www.adviserinfo.sec.gov). Should you have any technical difficulties with this link you can call 240-386-4848 for further assistance.

The information that appears on these websites is collected from individual investment adviser representatives, investment adviser firm(s), and/or securities regulator(s) as part of the securities industry's registration and licensing process.

## ITEM 3 Other Business Activities

Frank H. Zito is also an independent insurance agent and receives commissions on the sale of insurance products. To the extent insurance products are purchased through Frank by advisory clients, Frank will be paid a commission by the insurance company who issues the policy. This creates a conflict of interest as there is an incentive for Frank to recommend insurance products based on the compensation received, rather than on your needs. Notwithstanding such conflict of interest, we address our fiduciary duty by utilizing insurance products only where it is in the best interest of clients, and after consultation with the client. Frank spends less than 1% of his time offering insurance products on a commission basis.

## ITEM 4 Additional Compensation

Frank H. Zito does not receive additional compensation from any third party for providing investment advisory services.

## ITEM 5 Supervision

Frank H. Zito is the Manager and CCO of FHZ Wealth. Frank Zito can be contacted by phone at 601-506-3334. Frank Zito monitors the advisory activities through:

- Review and approval of the opening of all new client accounts.
- Periodic and regular monitoring of trade activities.
- Periodic and regular monitoring of client correspondence, including email.
- Periodic and regular monitoring of his personal trading activities including any account over which Frank has direct or indirect beneficial interest.
- Periodic and regular monitoring of his outside business activities.
- Annual attestations of business and personal activities.

Additionally, FHZ Wealth maintains policies and procedures and a code of ethics to guide the supervision of our advisory activities.

## ITEM 6 Requirements for State-Registered Advisers

Registered investment advisers are required to disclose all material facts regarding:

- An award or otherwise being found liable in an arbitration claim alleging damages in excess of \$2,500, involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), or omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.
- An award or otherwise being found liable in a civil, self-regulatory organization, or administrative proceeding involving any of the following: (a) an investment or an investment-related business or activity; (b) fraud, false statement(s), omissions; (c) theft, embezzlement, or other wrongful taking of property; (d) bribery, forgery, counterfeiting, or extortion; or (e) dishonest, unfair, or unethical practices.
- If the supervised person has been the subject of a bankruptcy petition.

Frank H. Zito has not been subject to any of the items set forth above. Please refer to Item 3 Disciplinary Information for more information regarding Frank Zito's disciplinary history.